



CORPORATION SERVICE COMPANY

RECORDATION NO. 26942 FILED

APR 26 '07

4:20 PM

SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 868434/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/04/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Primary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Bayer Cropscience LP
2 T.W. Alexander Drive
PO Box 12014
Research Triangle Park, NC 27709

Lessor:

The CIT Group/Equipment Financing, Inc.
30 S Wacker Drive, Suite 3000
Chicago, IL 60606

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14 day of Feb, 2007, effective as of February 13, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 550 Fifth Avenue, New York, New York 10017 (the "Lessor"), and BAYER MATERIAL SCIENCE, LLC, a Pennsylvania corporation, with an address at 100 Bayer Road, RP2, Pittsburgh, PA 15205-974130 South Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and BAYER CROPSCIENCE LP a North Carolina limited partnership, with an address at 2 T. W. Alexander Drive, P. O. Box 12014, Research Triangle Park, NC 27709 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 18, 2006, covering certain equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: J. Michael Keasling
Name: J. MICHAEL KEASLING
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BAYER MATERIAL SCIENCE, LLC
BAYER CROPSCIENCE LP

By: Robert J. Waked
Name: ROBERT WAKED
Title: BCS PROCUREMENT

Schedule A

Quantity

15

Equipment Description

23,650 gallon capacity tank cars, exterior
coiled, insulated.

Reporting Marks and Numbers

RAIL CARS:

DCTX 77037

DCTX 77308

DCTX 77309

DCTX 77310

DCTX 77311

DCTX 77312

DCTX 77313

DCTX 77314

DCTX 77315

DCTX 77316

DCTX 77352

DCTX 77353

DCTX 77354

DCTX 77355

DCTX 77356